

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re	: Chapter 11 Case No.
	:
MOTORS LIQUIDATION COMPANY, et al.,	: 09-50026 (REG)
f/k/a General Motors Corp., et al.	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

CERTIFICATE OF NO OBJECTION¹

Pursuant to 28 U.S.C. § 1746 and the Order Establishing Notice and Case Management Procedures, dated August 3, 2009 [Docket No. 3629], the undersigned hereby certifies that although only one formal response (the “**Response**”) was filed on behalf of the Dex-Cool and Anderson Class Claimants (the “**Dex-Cool/Anderson Claimants**”) [Docket No. 4543] to the Debtors’ Tenth Omnibus Motion Pursuant to 11 U.S.C § 365 to Reject Certain Executory Contracts (the “**Tenth Omnibus Rejection Motion**”) [Docket No. 4458], the Response did not contest the relief requested in the Tenth Omnibus Rejection Motion. Further,

¹ This Certificate of No Objection is filed with the support and consent of the Official Committee of Unsecured Creditors appointed in these chapter 11 cases.

counsel to the Dex-Cool/Anderson Claimants has informed the undersigned that it consents to the filing of this Certificate of No Objection.

In addition, the Debtors were contacted before the deadline to object to the Tenth Omnibus Rejection Motion by counsel to (i) Class Action Settlement Agreement Regarding Saturn Vehicles Containing Variable Transmission Intelligence Transmissions (the “**Saturn VTIT Class Action**”), and (ii) DRA International, Inc. (“**DRA International**”) regarding objections to the relief sought in the Tenth Omnibus Rejection Motion with respect to their contracts. The Debtors are continuing to work on a resolution of these objections and have revised the proposed order annexed as **Exhibit B** to the Tenth Omnibus Rejection Motion (as revised, the “**Revised Tenth Omnibus Rejection Order**”) to remove the contracts of both Saturn VTIT Class Action and DRA International. Accordingly, the relief set forth in the Tenth Omnibus Rejection Motion, as modified by the Revised Tenth Omnibus Rejection Order, is uncontested.

The Revised Tenth Omnibus Rejection Order will therefore be submitted to the Court for immediate entry without a hearing being held to consider the relief set forth in the Tenth Omnibus Rejection Motion. The hearing with respect to the rejection of the contracts of Saturn VTIT Class Action and DRA International, and the remaining portion of the Tenth Omnibus Rejection Motion as it relates to those contracts, has been adjourned to December 16, 2009.

[The Remainder Of This Page Has Intentionally Been Left Blank]

Based on the foregoing, it is respectfully requested that the Court enter the
Revised Tenth Omnibus Rejection Order.

Dated: New York, New York
December 2, 2009

/s/ Joseph H. Smolinsky

Harvey R. Miller
Stephen Karotkin
Joseph H. Smolinsky

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors
and Debtors in Possession